

NOTICE OF PROVISIONAL ALLOTMENT OF RIGHTS SHARES

All abbreviations used herein shall have the same meaning as those defined in the "Definitions" page of the abridged prospectus dated 14 February 2014 ("Abridged Prospectus") unless stated otherwise. The provisional allotment of Rights Shares (as defined herein) are prescribed securities pursuant to Section 14(5) of the Securities Industry (Central Depositories) Act, 1991 ("SICDA") and therefore, the SICDA and the Rules of Bursa Malaysia Depository Sdn Bhd ("Bursa Depository") shall apply in respect of dealings in the provisional allotment of Rights Shares.



(Company No. 428915-X)
(Incorporated in Malaysia under the Companies Act, 1965)

RENOUNCEABLE RIGHTS ISSUE OF 166,403,924 NEW ORDINARY SHARES OF RM0.25 EACH IN QL RESOURCES BERHAD ("QL" OR "THE COMPANY") ("QL SHARE(S)") ("RIGHTS SHARE(S)") AT AN ISSUE PRICE OF RM1.80 PER QL SHARE ON THE BASIS OF TWO (2) RIGHTS SHARES FOR EVERY TEN (10) EXISTING QL SHARES HELD AS AT 5.00 P.M. ON 14 FEBRUARY 2014 ("RIGHTS ISSUE")

Principal Adviser



RHB Investment Bank Berhad
(Company No. 19663-P)

(A Participating Organisation of Bursa Malaysia Securities Berhad)

To: Shareholders of QL

Dear Sir/Madam,

The Board of QL has provisionally allotted to you, in accordance with the approval of Bursa Malaysia Securities Berhad ("Bursa Securities") dated 6 November 2013 and the ordinary resolution passed by the Company at the Extraordinary General Meeting convened on 24 January 2014, the number of Rights Shares as indicated below ("Provisional Allotment").

We wish to advise that the following number of Rights Shares provisionally allotted to you in respect of the Rights Issue have been confirmed by Bursa Depository upon acceptance, will be credited into your Central Depository System ("CDS") account(s) subject to the terms and conditions stated in the Abridged Prospectus and the Rights Subscription Form ("RSF") issued by the Company.

The Provisional Allotment is made subject to the provisions in the Abridged Prospectus issued by the Company. Bursa Securities has already prescribed the securities of QL listed on the Main Market of Bursa Securities to be deposited with Bursa Depository. Accordingly, the Provisional Allotment arising from the Rights Issue are prescribed securities and, as such, all dealings in the Provisional Allotment will be by way of book entries through CDS accounts and will be governed by the SICDA and the Rules of Bursa Depository.

ALL THE RIGHTS SHARES TO BE ISSUED PURSUANT TO THE RIGHTS ISSUE WILL BE ALLOTTED BY WAY OF CREDITING THE RIGHTS SHARES INTO THE CDS ACCOUNTS OF THE ENTITLED SHAREHOLDERS AND/OR THEIR RENOUNCEE(S) (IF APPLICABLE). NO PHYSICAL SHARE CERTIFICATES WILL BE ISSUED.

It is the intention of the Board to allot the excess Rights Shares, if any, in a fair and equitable manner to the Entitled Shareholders and/or their renouncee(s) and/or transferee(s) who have applied for the excess Rights Shares in the following priority:-

- (i) Firstly, to minimise the incidence of odd lots;
- (ii) Secondly, for allocation to Entitled Shareholders who have applied for excess Rights Shares on a pro-rata basis and in board lots, calculated based on their respective shareholdings as at the entitlement date;
- (iii) Thirdly, for allocation to Entitled Shareholders who have applied for excess Rights Shares on a pro-rata basis and in board lots, calculated based on the quantum of their respective excess Rights Shares application; and
- (iv) Fourthly, for allocation to the transferee(s) and/or renouncee(s) who have applied for the excess Rights Shares on a pro-rata basis and in board lots, calculated based on the quantum of their respective excess Rights Shares application.

Nevertheless, the Board reserves the right to allot the excess Rights Shares applied for under Part I(B) of the RSF in such manner as they deem fit and expedient and in the best interest of the Company subject always to such allocation being made on a fair and equitable basis, and that the intention of the Board as set out in (i) to (iv) above is achieved.

NAME, ADDRESS AND CDS ACCOUNT NUMBER OF ENTITLED SHAREHOLDER		
NUMBER OF QL SHARES HELD AT 5.00 P.M. ON 14 FEBRUARY 2014	NUMBER OF RIGHTS SHARES PROVISIONALLY ALLOTTED TO YOU	AMOUNT PAYABLE IN FULL UPON ACCEPTANCE AT RM1.80 PER RIGHTS SHARE (RM)

IMPORTANT RELEVANT DATES AND TIME:	
Entitlement date	: Friday, 14 February 2014 at 5.00 p.m.
Last date and time for sale of provisional allotment of rights	: Tuesday, 25 February 2014 at 5.00 p.m.
Last date and time for transfer of provisional allotment of rights	: Friday, 28 February 2014 at 4.00 p.m.
Last date and time for acceptance and payment	: Wednesday, 5 March 2014 at 5.00 p.m.*
Last date and time for excess Rights Shares application and payment	: Wednesday, 5 March 2014 at 5.00 p.m.*

* or such later date and time as the Board may decide and announce not less than two (2) Market Days before the stipulated date and time.

By order of the Board
Ng Geok Ping (MAICSA 7013090)
Company Secretary

Share Registrar
BINA MANAGEMENT (M) SDN BHD (50164-V)
Lot 10, The Highway Centre
Jalan 51/205, 46050 Petaling Jaya
Selangor Darul Ehsan
Malaysia
Tel: 603-7784 3922
Fax: 603-7784 1988

THIS RSF IS NOT A TRANSFERABLE OR NEGOTIABLE INSTRUMENT.

If you are in any doubt as to the action you should take, consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately. If you have sold or transferred all your QL Shares, you should at once hand the Abridged Prospectus together with the Notice of Provisional Allotment ("NPA") and RSF to the agent through whom you have affected the sale or transfer for onward transmission to the purchaser or transferee. All enquiries concerning the Rights Issue should be addressed to QL's Share Registrar, Bina Management (M) Sdn Bhd at Lot 10, The Highway Centre, Jalan 51/205, 46050 Petaling Jaya, Selangor Darul Ehsan, Malaysia. **YOU SHOULD READ AND UNDERSTAND THE CONTENTS OF THE ABRIDGED PROSPECTUS TO WHICH THIS RSF RELATES BEFORE COMPLETING THIS RSF. IN ACCORDANCE WITH THE CAPITAL MARKETS AND SERVICES ACT, 2007, THIS RSF MUST NOT BE CIRCULATED UNLESS ACCOMPANIED BY THE ABRIDGED PROSPECTUS.**

The Rights Issue is only for the entitled shareholders whose names are registered in the Record of Depositors maintained by Bursa Depository at 5.00 p.m. on 14 February 2014. The Abridged Prospectus, together with the NPA and RSF are not intended to be issued, circulated or distributed in countries or jurisdictions other than Malaysia and no action has been or will be taken to ensure that the Rights Issue complies with the laws of any country or jurisdiction other than the laws of Malaysia. Any entitled shareholders and/or their renounees who are residents in countries or jurisdictions other than Malaysia should therefore immediately consult your legal adviser as to whether the acceptance or renunciation (as the case may be) of your entitlements to the Rights Issue would result in the contravention of any law of such countries or jurisdictions. QL and RHB Investment Bank Berhad shall not accept any responsibility or liability, whatsoever, in the event that any acceptance or renunciation of provisional allotment by any entitled shareholders and/or their renounee(s) is or shall become illegal, unenforceable, voidable or void in such countries or jurisdictions.

A copy of the Abridged Prospectus has been registered with the Securities Commission Malaysia ("SC"). The registration of the Abridged Prospectus should not be taken to indicate that the SC recommends the Rights Issue or assumes responsibility for the correctness of any statement made or opinion or report expressed in the Abridged Prospectus. The SC has not, in any way, considered the merits of the securities being offered for investment. A copy of the Abridged Prospectus, together with the NPA and RSF, has also been lodged with the Companies Commission of Malaysia who takes no responsibility for the contents.

Approval from QL's shareholders has been obtained at QL's extraordinary general meeting held on 24 January 2014. Approval has also been obtained from Bursa Malaysia Securities Berhad ("Bursa Securities") via its letter dated 6 November 2013 for the admission, listing of and quotation for all the new securities to be issued by QL pursuant to the Rights Issue. Admission to the Official List of Bursa Securities and quotation for the new securities are in no way reflective of the merits of the Rights Issue.

The Board has seen and approved all the documentation relating to the Rights Issue. They, collectively and individually, accept full responsibility for the accuracy of the information given and confirm that, after having made all reasonable inquiries, and to the best of their knowledge and belief, there are no false or misleading statements or other facts which if omitted would make the statements in the Abridged Prospectus, NPA and RSF false or misleading.

Unless otherwise stated, the unit of currency used in this RSF is Ringgit Malaysia or "RM" in abbreviation.

INSTRUCTIONS:**(I) LAST DATE AND TIME FOR ACCEPTANCE AND PAYMENT**

The last date and time for acceptance of and payment for the Rights Shares is at 5.00 p.m. on 5 March 2014 or such later date and time as the Board may in its absolute discretion determine and announce not less than two (2) market days before the stipulated date and time.

(II) FULL OR PART ACCEPTANCE AND PAYMENT FOR THE RIGHTS SHARES

The Rights Issue is renounceable in full or in part. If you wish to accept your entitlement to the Provisional Allotment, please complete Parts I(A) and II of the RSF in accordance with the notes and instructions contained in the RSF. Each completed and signed RSF together with the relevant payment must be despatched by **ORDINARY POST, COURIER or DELIVERED BY HAND** (at your own risk) to Bina Management (M) Sdn Bhd at Lot 10, The Highway Centre, Jalan 51/205, 46050 Petaling Jaya, Selangor Darul Ehsan, Malaysia. Each completed RSF must be accompanied by the appropriate remittance in RM for the full amount payable for the Rights Shares accepted in the form of Banker's Draft or Cashier's Order or Money Order or Postal Order drawn on a bank or post office in Malaysia and made payable to "QL RIGHTS ISSUE ACCOUNT", crossed "ACCOUNT PAYEE ONLY" and endorsed on the reverse side with your name, contact number and your CDS account number in block letters to be received by Bina Management (M) Sdn Bhd by 5.00 p.m. on 5 March 2014 or such later date and time as the Board may decide and announce not less than two (2) market days before the stipulated date and time. The payment must be made for the exact amount payable for the Rights Shares accepted. Any excess or insufficient payment may be rejected at the absolute discretion of the Board. Cheques or other mode(s) of payment are not acceptable.

Applications accompanied by payments other than in the manner stated above or with excess or insufficient remittances may or may not be accepted at the absolute discretion of the Board. Details of the remittances must be filled in the appropriate boxes provided in the RSF.

No acknowledgement will be issued for the receipt of the RSF or application monies in respect of the Rights Issue. However, if your application is successful, a Notice of Allotment will be despatched to you by ordinary post to the address as shown on the Record of Depositors at your own risk within eight (8) market days from the last date for acceptance of and payment for the Rights Shares or such other period as may be prescribed by Bursa Securities.

Where an application is not accepted or is partially accepted, the full amount or the balance of the application monies, as the case may be, will be refunded without interest and shall be despatched to the applicant by ordinary post to the address as shown on the Record of Depositors provided by Bursa Depository at your own risk within fifteen (15) market days from the closing date.

(III) APPLICATION FOR EXCESS RIGHTS SHARES

Payment for the excess Rights Shares applied for should be made in the form of Banker's Draft or Cashier's Order or Money Order or Postal Order drawn on a bank or post office in Malaysia made payable to "QL EXCESS RIGHTS ISSUE ACCOUNT", crossed "ACCOUNT PAYEE ONLY" and endorsed on the reverse side with your name, contact number and your CDS account number in block letters to be received by QL's Share Registrar, Bina Management (M) Sdn Bhd by 5.00 p.m. on 5 March 2014 or such later date and time as the Board may decide and announce not less than two (2) market days before the stipulated date and time. The payment must be made for the exact amount payable for the excess Rights Shares applied. Any excess or insufficient payment may be rejected at the absolute discretion of the Board. Cheques or other mode(s) of payment are not acceptable.

No acknowledgement will be issued for successful excess Rights Shares applications but a Notice of Allotment will be despatched to successful applicants by ordinary post to the address as shown on the Record of Depositors at your own risk within eight (8) market days from the closing date or such other period as may be prescribed by Bursa Securities.

In respect of unsuccessful or partially successful applications for the excess Rights Shares, the full amount or the surplus application monies, as the case may be, will be refunded without interest by ordinary post to the address as shown on the Record of Depositors at your own risk within fifteen (15) market days from the closing date.

It is the intention of the Board to allot the excess Rights Shares, if any, in a fair and equitable manner to the Entitled Shareholders and/or their renounee(s) and/or transferee(s) who have applied for the excess Rights Shares in the following priority:-

- (a) firstly, to minimise the incidence of odd lots;
- (b) secondly, for allocation to Entitled Shareholders who have applied for excess Rights Shares on a pro-rata basis and in board lots, calculated based on their respective shareholdings as at the entitlement date;
- (c) thirdly, for allocation to Entitled Shareholders who have applied for excess Rights Shares on a pro-rata basis and in board lots, calculated based on the quantum of their respective excess Rights Shares application; and
- (d) fourthly, for allocation to the transferee(s) and/or renounee(s) who have applied for the excess Rights Shares on a pro-rata basis and in board lots, calculated based on the quantum of their respective excess Rights Shares application.

Nevertheless, the Board reserves the right to allot the excess Rights Shares applied for under Part I(B) of the RSF in such manner as they deem fit and expedient and in the best interest of the Company subject always to such allocation being made on a fair and equitable basis, and that the intention of the Board as set out above is achieved. The Board also reserves the right to accept any excess Rights Shares application, in full or in part, without assigning any reason.

(IV) SALE/TRANSFER OF THE PROVISIONAL ALLOTMENT OF RIGHTS SHARES

If you wish to sell/ transfer all or part of your provisional allotment of the Rights Shares to your renounee(s) (if applicable), you may do so immediately through your stockbroker without first having to request the Company for a splitting of the provisional allotment of the Rights Shares standing to the credit of your CDS accounts. To sell/transfer all or part of your provisional allotment of the Rights Shares, you may sell such provisional allotment of the Rights Shares on the open market of Bursa Securities or transfer such provisional allotment to such persons as may be allowed pursuant to the Rules of Bursa Depository.

In selling/transferring all or part of your provisional allotment of the Rights Shares, you and/ or your renounee(s) (if applicable) need not deliver any document, including this RSF, to the stockbroker. However, you and/or your renounee(s) (if applicable) must ensure that you have sufficient provisional allotment of the Rights Shares standing to the credit of your CDS account before trading.

The purchaser(s)/renounee(s)/transferee(s) can collect a copy of this RSF for the acceptance of his/her/their rights from his/her/their stockbroker, all Malaysian stockbroking companies, the Registered Office of the Company, the Share Registrar's office or Bursa Malaysia's website at <http://www.bursamalaysia.com>.

If you have sold only part of the provisional allotment of the Rights Shares, you may still accept the balance of your provisional allotment of the Rights Shares by completing Parts I and II of this RSF.

(V) GENERAL INSTRUCTIONS

- (a) All applicants must sign on the front page of this RSF. All corporate bodies must affix their Common Seals.
- (b) A Malaysian Revenue Stamp (NOT POSTAGE STAMP) of RM10.00 must be affixed on the RSF.
- (c) The Rights Shares subscribed by the entitled shareholders and/or their transferee(s) and/or their renounee(s) (if applicable) will be credited into their respective CDS accounts as stated in this RSF or the exact account(s) appearing on Bursa Depository's record of depositors.
- (d) Any interest or other benefit accruing on or arising from or in connection with any application monies shall be for the benefit of the Company and the Company shall not be under any obligation to account for such interest or other benefit to you.
- (e) The contract arising from the acceptance of the provisional Rights Shares by you shall be governed by and construed in accordance with the laws of Malaysia, and you shall be deemed to have irrevocably and unconditionally submitted to the exclusive jurisdiction of the courts of Malaysia in respect of any matter in connection with this RSF and the contract arising therefrom.
- (f) The Company reserves the right to accept or reject any acceptance and/or application if the instructions above are not strictly adhered to or which are illegible.
- (g) Entitled shareholders and/or their transferee(s) and/or their renounee(s) should note that the RSF and remittances so lodged with QL's Share Registrar shall be irrevocable and shall not be subsequently withdrawn.